

ROBINS, KAPLAN, MILLER & CIRESI LLP

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ATTORNEYS AT LAW

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May 5, 2004

Clerk's Office
United States District court
for the Eastern Division of Massachusetts
One Courthouse Way
Boston, MA 02210

Re: ZIPWALL, LLC VS. C&S MANUFACTURING, INC.
C.A. No. 04-CV10079(REK)

Dear Sir/Madam:

Enclosed please find MOTION FOR LEAVE TO WITHDRAW FROM REPRESENTATION together with CERTIFICATE OF SERVICE and PROPOSED ORDER.

Kindly file same.

Thank you.

Your very truly,

ROBINS, KAPLAN, MILLER & CIRESI L.L.P.



Tina M. Traficanti

TMT/gg
Enclosure

cc: Aaron W. Moore, Esquire
Matthew B. Lowrie, Esquire

35015608.1

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MASSACHUSETTS
BOSTON DIVISION**

ZIPWALL, LLC)	
)	
Plaintiff,)	Civil Action No.: 04-CV-10079
v.)	
)	District Judge: Robert E. Keeton
C&S MANUFACTURING, INC.)	
)	
Defendant.)	
)	

MOTION FOR LEAVE TO WITHDRAW FROM REPRESENTATION

Grossman & Flight, LLC (hereinafter "G&F"), and its local counsel, Robbins, Kaplan, Miller & Ciresi, LLP (hereinafter "RKM&C"), respectfully move this Court for leave to allow them to withdraw from their representation of the Defendant, C&S Manufacturing, Inc. (hereinafter "C&S"), in this action. In support of this Motion, G&F and RCM&C state as follows:

1. G&F and RKM&C seek to withdraw from their representation of C&S for professional reasons which have arisen since their agreement to represent C&S.
2. The last known address of C&S is 1100 Westfield Way, Mundelein, Illinois 60060.
3. Notice of G&F's and RKM&C's intention to seek leave to withdraw as counsel and a true and complete copy of the movants' Motion for Leave to Withdraw From Representation have been served on C&S by facsimile to 847-949-6933 and by mailing the same via United States first class mail to the address listed in Paragraph 2.
4. On April 21, 2004, G&F faxed a letter of intent to withdraw to C&S' President, Victoria Strom, informing C&S that it should retain other counsel in this action and C&S shall file with the Court, within 21 days after the entry of the Order of Withdrawal, its supplemental

appearance stating therein an address at which service of notices and other papers may be had upon it.

5. C&S is represented in general legal matters by James McGee, Esq. Mr. McGee's contact information is McGee, Negele and Associates, 444 N. Cedar Lake Rd., Round Lake, IL 60073.

6. The Court has scheduled, but has not yet held its scheduling conference.

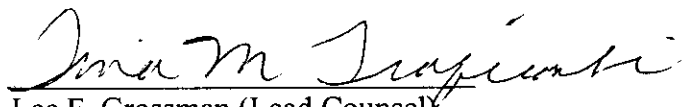
7. Pursuant to Local Rule 7.1, on April 30, 2004, attorney for G&F, Eric Martin, contacted counsel for ZipWall, Aaron Moore, to determine whether ZipWall opposes this Motion. Counsel for ZipWall opposes this Motion.

WHEREFORE, G&F and RCM&C respectfully request this Court to grant their Motion and grant them leave to withdraw from their representation of C&S in this action, and grant movants such other and further relief as this Court deems necessary and just.

Respectfully submitted,

Dated: May 5, 2004

Signed:



Lee F. Grossman (Lead Counsel)

Eric P. Martin

Jeffrey M. Drake

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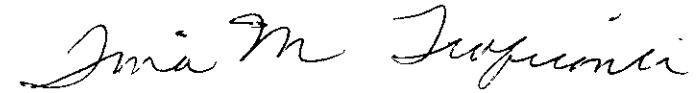
Telephone: (617) 267-2300

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CERTIFICATE OF SERVICE

I hereby certify that copies of MOTION FOR LEAVE TO WITHDRAW FROM REPRESENTATION and [PROPOSED] ORDER have been served via U.S. First Class Mail, postage pre-paid, on 4/5/, 2004, to:

Aaron W. Moore
Matthew B. Lowrie
Lowrie, Lando & Anastasi, LLP
Riverfront Office Park
One Main Street
Cambridge, MA 02142
Facsimile: (617) 395-7070



Attorney for Defendant.

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MASSACHUSETTS
BOSTON DIVISION**

ZIPWALL, LLC)	
)	
Plaintiff,)	Civil Action No.: 04-CV-10079
v.)	
)	District Judge: Robert E. Keeton
C&S MANUFACTURING, INC.)	
)	
Defendant.)	
)	

[PROPOSED] ORDER

This matter comes on the Motion of the law firms of Grossman & Flight, LLC, and Robbins, Kaplan, Miller & Ciresi, LLP, for MOTION FOR LEAVE TO WITHDRAW FROM REPRESENTATION. This Court being fully advised on the premises,

IT IS HEREBY ORDERED that aforementioned Motion is granted. Grossman & Flight, LLC, and Robbins, Kaplan, Miller & Ciresi, LLP, are hereby withdrawn from their representation of the Defendant, C&S Manufacturing, Inc. C&S Manufacturing, Inc., has 21 days to acquire new counsel and file an appearance on behalf of C&S Manufacturing, Inc.

ENTER:

Dated: _____

Presiding Judge